

State of West Virginia



Certificate

*I, Joe Manchin III, Secretary of State of the
State of West Virginia, hereby certify that*

ETOWAH RIVER TERMINAL, LLC

Control Number: 43109

has filed its "Articles of Organization" in my office according to the provisions of West Virginia Code §§31B-2-203 and 206. I hereby declare the organization to be registered as a limited liability company from its effective date of September 27, 2001 until the expiration of the term or termination of the company.

Therefore, I hereby issue this

CERTIFICATE OF A LIMITED LIABILITY COMPANY



*Given under my hand and the
Great Seal of the State of
West Virginia on this day of
September 27, 2001*



Secretary of State

ETOWAH RIVER TERMINAL, LLC
ARTICLES OF ORGANIZATION

43109

The undersigned being the organizers desiring to form a limited liability company pursuant to West Virginia Code §31B-2-202(a), do hereby adopt and file the following Articles of Organization pursuant to West Virginia Code §31B-2-203:

1. The name of the limited liability company shall be:

ETOWAH RIVER TERMINAL, LLC

2. The address of the initial designated office in this State of the limited liability company shall be:

ETOWAH RIVER TERMINAL, LLC
101 Capitol Street, 3rd Floor
Charleston, West Virginia 25301

3. The mailing address of the principal office will be:

ETOWAH RIVER TERMINAL, LLC
101 Capitol Street, 3rd Floor
Charleston, West Virginia 25301

4. The name and address of the initial registered agent for service of process in this State of the limited liability company shall be:

Denny P. Farrell
101 Capitol Street, 3rd Floor
Charleston, West Virginia 25301

5. The name and address of each organizer of the limited liability company is:

Denny P. Farrell
101 Capitol Street, 3rd Floor
Charleston, West Virginia 25301

6. The limited liability company will be a term company, and the term will expire on September 25, 2051.

FILED

SEP 27 2001

IN THE OFFICE OF
JOE MANCHIN III
SECRETARY OF STATE

7. The limited liability company will be a manager-managed company, and the name and address of the manager is:

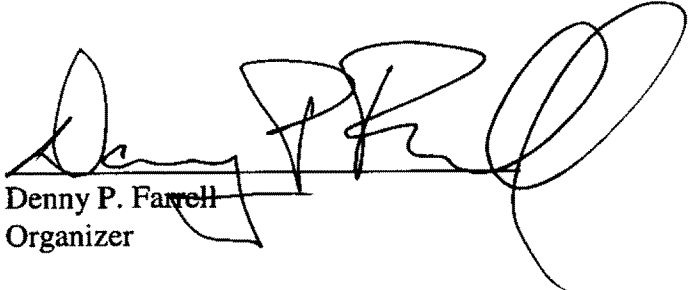
Denny P. Farrell
101 Capitol Street, 3rd Floor
Charleston, West Virginia 25301

8. One or more of the members will not be liable for the debts and obligations of the limited liability company under West Virginia Code §31B-3-303(c).

9. The general purpose of this limited liability company is to provide investment advice, including without limitation acting as owner of a river terminal facility and to engage in any other lawful business for a limited liability company organized under the laws of the State of West Virginia, whether expressly or impliedly permitted by statute or otherwise.

10. Any operating agreement of the members of the limited liability company shall be in writing and no oral operating agreement shall be valid.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a limited liability company under the laws of the State of West Virginia, have executed these Articles of Organization this 25th day of September, 2001, intending them to be effective as of said date.



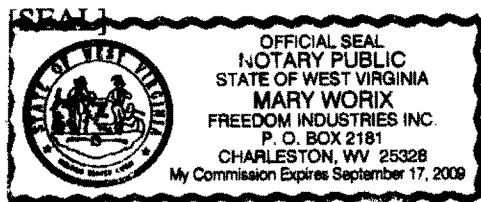
Denny P. Farrell
Organizer

STATE OF WEST VIRGINIA,
COUNTY OF KANAWHA, to-wit:

I, Mary Worix, a Notary Public of said County, do certify that Denny P. Farrell, who signed the foregoing Articles of Organization, bearing date the 25th day of September, 2001, has this day acknowledged the same before me in my said County.

Given under my hand this 25th day of September, 2001.

My commission expires Sept 17, 2009.



Mary Worix
Notary Public

This instrument prepared by:
Edward D. McDevitt, Attorney at Law
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